

BARRETT M JAMES  
Form 3  
May 23, 2006

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

BARRETT M JAMES

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/23/2006

3. Issuer Name and Ticker or Trading Symbol  
VONAGE HOLDINGS CORP [VG]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

5. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting  
Person  
\_\_\_\_ Form filed by More than One  
Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative  
Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of  
Shares

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

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Series B Preferred Stock <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(3)</sup>	Common Stock	8,500,000	\$ 0	I	See Note 4 <sup>(4)</sup>
Series C Preferred Stock <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(3)</sup>	Common Stock	4,000,000	\$ 0	I	See Note 4 <sup>(4)</sup>
Series D Preferred Stock <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(3)</sup>	Common Stock	4,750,820	\$ 0	I	See Note 4 <sup>(4)</sup>
Series E Preferred Stock <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(3)</sup>	Common Stock	3,841,551	\$ 0	I	See Note 4 <sup>(4)</sup>
Series D Preferred Stock <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(3)</sup>	Common Stock	5,557,534	\$ 0	I	See Note 5 <sup>(5)</sup>
Series E Preferred Stock <sup>(1)</sup>	Â <sup>(2)</sup>	Â <sup>(3)</sup>	Common Stock	1,280,517	\$ 0	I	See Note 5 <sup>(5)</sup>
Convertible Note due 2010	Â <sup>(2)</sup>	12/01/2010	Common Stock	\$ 11,416,250	\$ 14.22	I	See Note 4 <sup>(4)</sup>
Convertible Note due 2010	Â <sup>(2)</sup>	12/01/2010	Common Stock	\$ 3,805,416.67	\$ 14.22	I	See Note 5 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT M JAMES 1119 ST. PAUL STREET BALTIMORE, MD 21202	Â	Â X	Â	Â

## Signatures

Louis S. Citron,  
attorney-in-fact

05/23/2006

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of preferred stock will automatically convert into common stock upon the closing of the Issuer's initial public offering.
- (2) The securities are immediately convertible.
- (3) The expiration date is not relevant to the conversion of these securities.
- (4) The Reporting Person is a general partner of NEA Partners 10, Limited Partnership, which is the sole general partner of New Enterprise Associates 10, Limited Partnership ("NEA 10"), the beneficial owner of the securities. The Reporting Person disclaims ownership, within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by NEA 10, except to the extent of his pecuniary interest therein.
- (5) The Reporting Person is a manager of NEA 11 GP, LLC, which is the sole general partner of NEA Partners 11, Limited Partnership ("NEA Partners 11"). NEA Partners 11 is the sole general partner of New Enterprise Associates 11, Limited Partnership ("New Enterprise Associates 11"), the beneficial owner of the securities. The Reporting Person disclaims ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, of the securities held by New Enterprise Associates 11, except to the extent of his pecuniary interest therein.

^

**Remarks:**

In^ addition^ to^ the^ shares^ reported^ herein,^ NEA^ Ventures^ 2003,^ L.P.^ owns^ Series^ B^ Preferred^ shares^

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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